

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:)	Chapter 11
)	
FIRSTENERGY SOLUTIONS CORP., <i>et al.</i> , ¹)	Case No. 18-50757
)	(Jointly Administered)
)	
Debtors.)	
)	Hon. Judge Alan M. Koschik
)	

**DECLARATION OF DISINTERESTEDNESS IN SUPPORT
OF EMPLOYMENT OF RIDGE POLICY GROUP LLC AS A
PROFESSIONAL UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the following is true and correct:

1. I am a Partner of the firm Ridge Policy Group LLC (the “Firm”), which maintains offices at the addresses and phone numbers listed below:

- 1140 Connecticut Ave, NW, Suite 510, Washington DC 20036
- 401 N Second Street, Harrisburg, PA 17101
- Phone: 202-480-8093 / 717-602-1079

2. The Firm has been employed by counsel to FirstEnergy Solutions Corp. (“FES”), Akin Gump Strauss Haver and Feld LLP (“Akin Gump”), and subsequently, by FES, to render services to one or more of the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) in the ordinary course of their business. The Debtors wish to retain the Firm to continue providing ordinary course services during their chapter 11 cases.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: FE Aircraft Leasing Corp. (9245), case no. 18-50759; FirstEnergy Generation, LLC (0561), case no. 18-50762; FirstEnergy Generation Mansfield Unit 1 Corp. (5914), case no. 18-50763; FirstEnergy Nuclear Generation, LLC (6394), case no. 18-50760; FirstEnergy Nuclear Operating Company (1483), case no. 18-50761; FirstEnergy Solutions Corp. (0186); and Norton Energy Storage L.L.C. (6928), case no. 18-50764. The Debtors’ address is: 341 White Pond Dr., Akron, OH 44320.

This declaration (the “Declaration of Disinterestedness”) is submitted in compliance with the *Order Authorizing the Debtors to Employ and Compensate Professionals Utilized in the Ordinary Course of Business* (the “OCP Order”) [Docket No. 428].

3. I am familiar with and have personal knowledge of the facts set forth below.

Since March 28, 2018 (or the start date of Ridge Policy Group’s services for the benefit of the Debtors), Ridge Policy Group was retained by Akin Gump on behalf of FES. On June 28, 2018, by request of FES, the Akin Gump contract with Ridge Policy Group was terminated and FES engaged directly with Ridge Policy Group on July 1, 2018. The Debtors have requested that the Firm provide Government Relations services, and the Firm has agreed to provide such services. The Firm has not provided service to the Debtors prior to the Petition Date. The Firm, through me, and other members, partners, associates, or employees of the Firm, has provided government relations representation, namely, intelligence gathering and advocacy before the Pennsylvania General Assembly and/or the executive department of the State of Pennsylvania.

4. Neither I, the Firm, nor any partners or employees thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors or stockholders, or any party in interest herein, except as set forth.

5. To the best of my knowledge, information, and belief, formed after due inquiry, (a) except for the proposed retention of the Firm in these chapter 11 cases, the Firm does not currently provide services to any party in any matter related to these chapter 11 cases, and (b) the Firm does not represent or hold an interest adverse to the Debtors.

6. The Debtors do not owe the Firm fees for prepetition services rendered prior to the petition date.

7. The Firm charges a monthly fee for services in the amount \$7,500.00 that is applicable to post-petition services.

8. The Firm will be compensated for professional services rendered to one or more of the Debtors in accordance with the Compensation Procedures set forth in the OCP Order, based on the monthly fee in the amount of \$7,500.00 set forth below, plus reimbursement of actual necessary expenses and other charges incurred by the Firm. The Partners and employees designated to represent the Debtors in this monthly fee-based agreement are:

- Mark Holman, Partner;
- Mark Campbell, Partner; and
- Britte Earp, Government Relations Specialist.

9. The monthly fee set forth above is subject to periodic adjustments to reflect economic and other conditions. Such fee is the Firm's standard rate for work of this nature. The fee is set at a level designed to fairly compensate the Firm for the work of its Partners and employees and to cover fixed and routine overhead expenses. Prior to July 1, 2018, Akin Gump paid all the Firm's fees and expense. From and after, July 1, 2018, FES will be obligated to pay all the Firm's fees and reimburse the Firm's expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with a client's matter. The expenses charged to clients include, among other things, reasonable out-of-pocket expenses and, in general, all identifiable expenses that would not have been incurred except for representation of a client. The Firm will charge the Debtors and FESC for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients.

10. FES inadvertently paid the Firm one month of fees (\$7,500.00) and expenses (\$1,283.45) for work completed July 1, 2018 through July 31, 2018 after the OCP Order was implemented, and the Firm has reimbursed FES for the fees.

11. Except as provided in the OCP Order, no representations or promises have been received by the Firm nor by Partner or employee thereof as to compensation in connection with these cases other than in accordance with the provisions of title 11 of the United States Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these chapter 11 cases.

12. If, at any time during its employment by the Debtors, the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration of Disinterestedness.

13. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.



Mark Holman
Partner
Ridge Policy Group
1140 Connecticut Ave, NW, Suite 510
Washington, DC 20036